

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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| In re: | : | Chapter 11 |
| | : | |
| W.R. GRACE, et al., | : | Delaware Bankruptcy |
| | : | Case No. 01-01139 (JFK) |
| Debtors. | : | |
| | : | Jointly Administered |
| | : | |
| | : | Related to Dkt. No. |
| | x | 6846 |

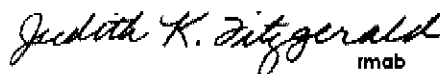
**ORDER AUTHORIZING AND APPROVING
THE EMPLOYMENT AND RETENTION OF LEXECON LLC,
NUNC PRO TUNC FROM OCTOBER 29, 2004,
AS ASBESTOS CLAIMS CONSULTANT
THE OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS**

Upon the application of the Official Committee of Equity Security Holders (the "Equity Committee") of the above-captioned debtors and debtors in possession (the "Debtors"), for an Order authorizing and approving the employment and retention of Lexecon LLC ("Lexecon"), *nunc pro tunc* from October 29, 2004, as asbestos claims consultant to the Equity Committee; and it appearing from the Application of Lexecon and the declaration of Dr. Gustavo E. Bamberger, Senior Vice President of Lexecon, that Lexecon is a disinterested person within the meaning of sections 101(14) and 101(31) of title 11, United States Code, 11 U.S.C. §§ 101, et seq. (the "**Bankruptcy Code**") and represents no interest adverse to Debtors or their estates in the matters upon which it is to be engaged and is otherwise in compliance with Rule 2014 of the Federal Rules of Bankruptcy Procedure (the "**Bankruptcy Rules**"); and that its employment is necessary and in the best interests of the Debtors' estate; and good cause appearing therefore, IT IS HEREBY ORDERED:

1. The employment and retention of Lexecon, as asbestos claims consultant to the Equity Committee in the W.R. Grace Chapter 11 case is hereby approved, *nunc pro tunc* from October 29, 2004.

2. Lexecon shall be employed in accordance with its ordinary and customary rates to perform the necessary services required by the Equity Committee. Lexecon's fees and disbursements shall be limited by the proposed budget set forth in Exhibit A hereto. This order is without prejudice to the right of the Equity Committee to seek an order of this Court increasing the amounts budgeted for Lexecon's services as changing circumstances may dictate.

3. The compensation to be paid to Lexecon for professional services rendered and disbursements incurred on behalf of the Equity Committee shall be fixed by the Court upon appropriate application therefor in accordance with Bankruptcy Code sections 328 and 331 and such Bankruptcy Rules, Local Rules of Bankruptcy Procedure, and any other procedures fixed by this Court as may then be applicable.


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THE HONORABLE JUDITH K. FITZGERALD
UNITED STATES BANKRUPTCY JUDGE

Dated: February 11, 2005, ~~2004~~